

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF TEXAS  
CORPUS CHRISTI DIVISION

|                                 |   |                            |
|---------------------------------|---|----------------------------|
| IN RE                           | § | Chapter 11                 |
| SCHOLL FOREST INDUSTRIES, INC.  | § | Case No. 09-35962          |
| and                             | § |                            |
| SCHOLL TRUSS & COMPONENT, INC., | § | Case No. 09-35963          |
|                                 | § |                            |
|                                 | § |                            |
| Debtors.                        | § | Jointly Administered Under |
|                                 | § | Case No. 09-35962          |

**DECLARATION OF CHRISTOPHER ADAMS IN SUPPORT OF  
APPLICATION FOR ORDER PURSUANT TO SECTION 327(A) OF THE  
BANKRUPTCY CODE AUTHORIZING THE EMPLOYMENT AND RETENTION OF  
OKIN ADAMS & KILMER LLP AS COUNSEL FOR THE OFFICIAL  
COMMITTEE OF UNSECURED CREDITORS**

I, Christopher Adams, declare the following to be true and correct, to the best of my knowledge:

1. I am a partner with the firm of Okin Adams & Kilmer LLP (“*Okin Adams & Kilmer*” or the “*Firm*”), which has its principal offices located at 1113 Vine Street, Suite 201, Houston, Texas 77002. I am an attorney licensed to practice law in the State of Texas since 1999. Except where otherwise specifically noted, the facts stated in this affidavit are within my personal knowledge and are true and correct.

2. This declaration is being submitted in connection with the proposed retention of Okin Adams & Kilmer as counsel for the Official Committee of Unsecured Creditors (the “*Committee*”) to perform services as set forth in the Application for an Order Pursuant to Section 327(a) of the Bankruptcy Code Authorizing the Employment and Retention of Okin Adams & Kilmer as Counsel to the Committee (the “*Application*”).

3. The Committee appointed in the above-captioned case desires to employ and retain Okin Adams & Kilmer as its counsel, pursuant to section 1103 of the Bankruptcy Code and Bankruptcy Rule 2014. The partners at Okin Adams & Kilmer have extensive experience representing unsecured creditors' committees and have significant experience in bankruptcy law and the substantive legal issues involved in this case, and I believe that the Firm is particularly well qualified for the type of representation which is required by the Committee. Okin Adams & Kilmer is a law firm with a broad-based practice with substantial expertise in many of the areas of the law that may generate issues in this case. Accordingly, Okin Adams & Kilmer possesses the requisite expertise and background to handle matters that are likely to arise in this bankruptcy case.

4. Okin Adams & Kilmer contemplates that it will provide a full range of services required to represent the Committee in the course of this case, which may include:

- a) advise the Committee with respect to its rights, powers, and duties in this case;
- b) assist and advise the Committee in its consultations with the Debtors relative to the administration of this case;
- c) assist the Committee in analyzing the claims of the Debtors' creditors and in negotiating with such creditors;
- d) assist the Committee's investigation of the acts, conduct, assets, liabilities, and financial condition of the Debtors and of the operation of Debtors' business;
- e) advise and represent the Committee in connection with administrative matters arising in this case, including the obtaining of credit, the sale of assets, and the rejection or assumption of executory contracts and unexpired leases;
- f) assist the Committee in its analysis of, and negotiation with, the Debtors, or any third party concerning matters related to, among other things, the terms of a chapter 11 plan for the Debtors;

- g) assist and advise the Committee with respect to its communications with the general creditor body regarding significant matters in this case;
- h) review, analyze and respond as necessary to all applications, motions, orders, statements of operations and schedules filed with the Court, and advise the Committee as to their propriety;
- i) assist the Committee in evaluating, and pursuing if necessary, claims and causes of action against the Debtors' secured lender(s) or other parties;
- j) assist the Committee in preparing pleadings and applications as may be necessary in furtherance of the Committee's interests and objectives; and
- k) represent the Committee at all hearings and other proceedings, and perform such other legal services as may be required and are deemed to be in the interests of the Committee in accordance with the Committee's powers and duties as set forth in the Bankruptcy Code.

5. Subject to the Court's approval, Okin Adams & Kilmer will charge for its legal services on an hourly basis, billed in tenths-of-an-hour increments, in accordance with its hourly rates in effect on the date such services are rendered. For services rendered, the Firm will be paid fees as fully set forth in the Application. The primary attorneys at the Firm who will represent the Committee and their rates are as follows:

|     |                            |                |
|-----|----------------------------|----------------|
| (a) | Matthew S. Okin, Partner   | \$350 per hour |
| (b) | Christopher Adams, Partner | \$325 per hour |
| (c) | Renee Moxley, Associate    | \$175 per hour |

In addition, the Firm will charge \$95 to \$110 per hour for the work of legal assistants on this matter. The Firm will bill the Committee for all out of pocket expenses incurred in accordance with the terms of the Application.

6. Neither I, Okin Adams & Kilmer, nor any partner or associate thereof, insofar as I have been able to ascertain, and other than disclosed below: (a) hold or represent any interest adverse to the Debtors, their estates, or any class of its creditors; or (b) represent any other entity

in connection with this case having an interest adverse to the Committee. Accordingly, I believe Okin Adams & Kilmer is a “disinterested person” within the meaning of section 101(14) of the Bankruptcy Code.

7. I have reviewed Okin Adams & Kilmer’s records to determine whether the Firm, or any member of the Firm, have any current or prior relationship with the Debtors or any of the individuals or entities who may be creditors or parties in interest in this case. Except as is set forth below, the Firm has no connection with the Debtors or with any of the individuals or entities, of whom we are aware, that are or may become creditors or parties in interest in this case, nor, to the extent they are known to us, do we have any connection with such parties’ accountants or attorneys. Further, the Firm and its partners do not have any connection with the United States Trustee for the Southern District of Texas or any person employed in the office of the United States Trustee for the Southern District of Texas. To the extent the Firm discovers any such connection, I will promptly supplement this disclosure.

8. Based upon the above review and to the best of my knowledge, Okin Adams & Kilmer has not been retained to assist any entity or person other than the Committee on matters relating to, or in connection with, this case. If this Court approves the proposed employment of the Firm by the Committee, Okin Adams & Kilmer will not accept any engagement or perform any service for any entity or person other than the Committee in this case.

9. There is no agreement or understanding between Okin Adams & Kilmer and any other person or entity for the sharing of compensation received or to be received for services rendered by the Firm in connection with this case, except as permitted under section 504(b) of the Bankruptcy Code.

I declare under penalty of perjury that the forgoing is true and correct.

/s/Christopher Adams  
Christopher Adams

Sworn to before me on this 15<sup>th</sup> day  
of September, 2009.

Alexis Hazel

Notary Public in and for the State of Texas.

